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UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND,
 LLC,
 Debtor.

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

Affects:

- ☒ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

**STIPULATION AND JOINT EX PARTE
 MOTION TO EXTEND THE DEADLINE
 FOR CERTAIN PARTIES TO OBJECT
 TO PROFESSIONALS' FEE
 APPLICATIONS**

(AFFECTS ALL DEBTORS)

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USA Commercial Mortgage Company, USA Capital Realty Advisors, LLC, USA Capital First Trust Deed Fund, LLC, pre-effective date USA Capital Diversified Trust Deed Fund, LLC, and USA Securities LLC (collectively the “Debtors”), the USACM Liquidating Trust, the Post-Effective Date USA Capital Diversified Trust Deed Fund, LLC, the Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC, the Official Committee of Executory Contract Rights Through USA Commercial Mortgage Company, and the United States Trustee, by and through their respective counsel, hereby move the Court and stipulate as follows:

1. On January 8, 2007, this Court entered its Order Confirming the Debtors’ Third Amended Joint Chapter 11 Plan of Reorganization (Docket No. 2376). The Effective Date of the Plan was March 12, 2007.

2. Pursuant to the Plan, all applications for final approval of fees and costs of professionals employed by the Debtors and the four official committees appointed in these jointly administered cases (the “Fee Applications”) were due by April 26, 2007, and all objections to the Fee Applications are due by May 29, 2007. The hearing on the Fee Applications is currently scheduled for June 22, 2007, at 9:30 a.m.

3. The parties to this stipulation recognize that the volume of professional services required in these cases was significant, resulting in Fee Applications that request approval of large amounts of fees and expenses. By this stipulation and *ex parte* motion, the parties to the stipulation are seeking a one-week extension of their deadline to object to the Fee Applications, as set forth in Paragraph 6 below.

4. In the course of reviewing the Fee Applications, a number of issues have been identified, certain parties have been working to identify and resolve those issues, and the parties would like the opportunity to further discuss these issues in an effort to resolve them before filing what could be extensive objections. The parties to this stipulation believe that given an extra week, they may be able to resolve many of these issues and report to the Court the results of these discussions.

5. Each of the parties hereto confirms that the extension agreed to and requested herein is acceptable to the professionals of that party, and confirms that it has authority to bind

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such professionals to this stipulation.

6. Accordingly, in order to facilitate these on-going negotiations, the parties to this stipulation have agreed, and request that the Court approve, that:

- a. The deadline for the parties to this stipulation to file objections to any of the Fee Applications is extended to and including June 5, 2007 (except as to the Fee Application of Shea & Carlyon, Ltd.), and no objections to Fee Applications will be filed by the parties to this stipulation prior to June 5, 2007 (except as to the Fee Application of Shea & Carlyon, Ltd.); and
- b. All other objections (i.e., those objections that may be filed by any persons other than the parties hereto) to Fee Applications remain due no later than May 29, 2007.

WHEREFORE, the parties request that the Court enter an order approving and granting this stipulation and joint motion.

Dated: May 25, 2007

SCHWARTZER & MCPHERSON LAW FIRM and RAY QUINNEY & NEBEKER P.C.

STUTMAN TREISTER & GLATT, P.C. and SHEA & CARLYON, LTD.

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